

RECORDATION NO. 23168-TTT FILED :

JUL 02 '04 12:34 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 2, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Notice of Termination and Release, dated as of July 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a **complete release** and relates to the Security Agreement which was previously filed with the Board under Recordation Number 23168.

The name and address of the party to the enclosed document are:

Secured Party: Fleet National Bank
1 Federal Street
Boston Massachusetts 02210

[Borrowers: Helm Holding Corporation
Helm Financial Corporation
Helm Locomotive Leasing Corporation
One Embarcadero Center
San Francisco, California 94111]

Mr. Vernon A. Williams
July 2, 2004
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A description of the railroad equipment covered by the enclosed document
is:

all railroad rolling stock of the Borrowers whether NOW OWNED OR
HEREAFTER ACQUIRED.

A short summary of the document to appear in the index is:

Notice of Termination and Release.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

FLEET NATIONAL BANK
100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

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SURFACE TRANSPORTATION BOARD

July 2, 2004

United States Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Re: *Helm Holding Corporation*

Ladies and Gentlemen:

This letter will confirm that the Security Agreement filed with the Surface Transportation Board under recordation number 23168 has been terminated and the security interest thereunder has been released.

Very truly yours,

FLEET NATIONAL BANK

By:

Name: **WILLIAM LATHAM**
Title: **Director**

Subscribed and Sworn to before me
this day of 20

~~Notary Public~~

July 2, 2004
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STATE OF Massachusetts
COUNTY OF Suffolk) SS

On this 2nd day of June, 2004, before me personally appeared William Latham to me personally known, who being by me duly sworn, say that he is a director of FLEET NATIONAL BANK, that said Letter was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing Letter was the free act and deed of said corporation.

Joan D. Owen
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires:

JOAN D. OWEN
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 17, 2009

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/2/04



Robert W. Alvord